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Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, ROBIN INDUSTRIES, INC., TECHNICAL SERVICES DIVISION,
AND ROBIN INDUSTRIES, INC., FREDERICKSBURG DIVISION
DISALLOWING AND EXPUNGING PROOFS OF ADMINISTRATIVE
EXPENSE CLAIM NUMBERS 19793 AND 19794

(ROBIN INDUSTRIES, INC., TECHNICAL SERVICES DIVISION AND
ROBIN INDUSTRIES, INC., FREDERICKSBURG DIVISION)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), Robin Industries, Inc., Technical Services Division ("Robin Technical"), and Robin Industries, Inc., Fredericksburg Division ("Robin Fredericksburg," and together with Robin Technical, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Robin Industries, Inc., Technical Services Division, And Robin Industries, Inc., Fredericksburg Division Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 19793 And 19794 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (together, the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court"); and

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp; and

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests"; and

WHEREAS, on November 5, 2009, Robin Technical filed proof of administrative expense claim number 19793 ("Claim 19793") against Delphi asserting an administrative expense priority claim in the amount of \$50,470.30 on account of goods sold; and

WHEREAS, on November 5, 2009, Robin Fredericksburg filed proof of administrative expense claim number 19794 ("Claim 19794" and together with Claim 19793, the "Claims") against Delphi asserting an administrative expense priority claim in the amount of \$307,065.84 on account of goods sold; and

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection"); and

WHEREAS, on February 17, 2010, Robin Fredericksburg filed the Response Of Robin Industries, Inc., Fredericksburg Division To Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain

Administrative Expense Severance Claims [Docket No. 19395] (Docket No. 19478) (the "First Response"); and

WHEREAS, on February 17, 2010, Robin Technical filed the Response Of Robin Industries, Inc., Technical Services Division To Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims [Docket No. 19395] (Docket No. 19482) (the "Second Response," and together with the First Response, the "Responses").

WHEREAS, since the Petition Date and as of the date hereof, the Claims have been satisfied; and

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that each of the Claims will be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. Claim 19793 is hereby disallowed and expunged in its entirety.
2. Claim 19794 is hereby disallowed and expunged in its entirety.
3. Each of the Responses is hereby deemed withdrawn with prejudice.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 14th day of January, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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